



FILED
5-07-15
04:59 PM

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

In the Matter of the Joint Application of
Frontier Communications Corporation,
Frontier Communications of America, Inc.
(U 5429 C), Verizon California Inc. (U 1002 C)
Verizon Long Distance, LLC (U 5732 C), and
Newco West Holdings LLC for Approval of
Transfer of Control Over Verizon California Inc.
and Related Approval of Transfer of Assets and
Certifications

A.15-03-005
(Filed March 18, 2015)

NOTICE OF EX PARTE COMMUNICATION

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Attorneys for
Frontier Communications Corporation,
Frontier Communications of America, Inc.

May 7, 2015

NOTICE OF EX PARTE COMMUNICATION

Pursuant to Rule 8.3(c)(4) of the California Public Utilities Commission's Rules of Practice and Procedure, Frontier Communications Corporation and Frontier Communications of America, Inc. ("Frontier") hereby provides notice of the following *ex parte* communication.

On May 5, 2015, starting at approximately 11:00 a.m., Frontier representatives met with Commissioner Sandoval and her advisor, Bill Johnston, at the Commission's main building on the fifth floor of 505 Van Ness Avenue, San Francisco, California. The Frontier representatives were Ms. Kathleen Abernathy, Executive Vice President External Affairs and Kevin Saville, Vice President and Associate General Counsel. The meeting lasted approximately one hour. At the meeting, Frontier acknowledged that the pending proceeding has been classified as rate setting and Frontier provided a copy of the *ex parte* notice and certificate of service filed in the proceeding, which is attached as Attachment A. Ms. Abernathy also discussed two documents during the meeting, a map showing Frontier's and Verizon's current service area in California, and a handout that summarizes Frontier's business operations across its existing 28 state operating region. These documents are attached hereto as Attachments B and C, respectively. During the meeting, the Frontier representatives discussed the scheduling of the prehearing conference and potential public participating hearings that could be held in various Verizon service area locations around the state, including meetings on tribal lands in the Verizon service area. Ms. Abernathy explained that Frontier would actively participate in public meetings and would endeavor to have Frontier business and engineering representatives attend and that Frontier would like to obtain regulatory approval for the transaction by the end of the year. The Frontier representatives summarized recent action by the Federal Communications Commission (FCC) implementing Phase II of the Connect America Fund (CAF II) and that CAF II support could enable Frontier to accelerate investment in high cost, unserved markets to provide broadband in California. Ms. Abernathy explained that Frontier is planning for the proposed transaction and that based on its financial strength and capacity and its prior transaction experience with Verizon involving former GTE and Contel properties, Frontier is confident that it can successfully complete the proposed transaction

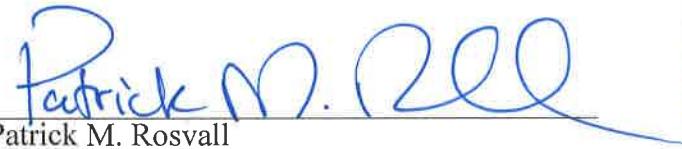
and operate the Verizon California business. Frontier explained that it will honor all of Verizon's existing contractual and interconnection obligations and that the Company is meeting and working with other interested parties to understand and respond to concerns regarding the proposed transaction.

This Notice has been served on the service list for Commission proceeding A.15-03-005, as stated in the Certificate of Service attached hereto. Please direct any questions regarding this notice to Patrick M. Rosvall at 415-765-0369 or at prosvall@cwclaw.com.

Dated this May 7, 2015, at San Francisco, California.

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By:


Patrick M. Rosvall
Attorneys for
Frontier Communications Corporation,
Frontier Communications of America, Inc.

ATTACHMENT A

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

In the Matter of the Joint Application of
Frontier Communications Corporation,
Frontier Communications of America, Inc.
(U 5429 C), Verizon California Inc. (U 1002 C)
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Newco West Holdings LLC for Approval of
Transfer of Control Over Verizon California Inc.
and Related Approval of Transfer of Assets and
Certifications.

A.15-03-005
(Filed March 18, 2015)

NOTICE OF COMPLIANCE WITH RULE 8.3(c)(2)

Kevin Saville
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Attorneys for
Frontier Communications Corporation,
Frontier Communications of America, Inc.

April 29, 2015



Via Email to Parties to A.15-03-005

April 29, 2015

**RE: A.15-03-005, Frontier/Verizon Transaction
Notice of Meeting with Commissioner Sandoval
In Compliance with CPUC Rule 8.3(c)(2)**

Dear Parties to A.15-03-005:

As required by Rule 8.3(c)(2) of the Rules of Practice and Procedure of the California Public Utilities Commission, Frontier Communications Corporation and Frontier Communications of America, Inc. ("Frontier") hereby notifies the parties to this proceeding that Frontier representatives have been granted a meeting with Commissioner Catherine Sandoval for May 5, 2015, from 11:00 a.m. to 11:30 a.m.

A handwritten signature in black ink that reads "Kevin Saville".

Kevin Saville
Vice President & Associate General Counsel
Frontier Communications Corporation
2378 Wilshire Blvd.
Mound, Minnesota 55364
Telephone: 952/491-5564
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1
2 **BEFORE THE PUBLIC UTILITIES COMMISSION**
3 **OF THE STATE OF CALIFORNIA**
4

5 In the Matter of the Joint Application of
6 Frontier Communications Corporation,
7 Frontier Communications of America, Inc. (U5429C), Verizon California, Inc. (U1002C),
8 Verizon Long Distance LLC (U5732C), and
9 Newco West Holdings LLC for Approval of
Transfer of Control Over Verizon California,
Inc. and Related Approval of Transfer of
Assets and Certifications.

A. 15-03-005
(Filed March 18, 2015)

10
11 **CERTIFICATE OF SERVICE**

12 I, Janet Doherty, hereby certify that I am a resident of the State of California, over the age
13 of eighteen years, and not a party to the within action. My business address is COOPER, WHITE
& COOPER LLP, 201 California Street, 17th Floor, San Francisco, CA 94111.

14 I hereby certify that I have this day served a true and correct copy of:

15 **EX PARTE NOTICE OF**
16 **MEETING WITH COMMISSIONER SANDOVAL**
17 **IN COMPLIANCE WITH CPUC RULE 8.3(c)(2)**

18 **BY**

19 **FRONTIER COMMUNICATIONS CORPORATION, FRONTIER**
20 **COMMUNICATIONS OF AMERICA, INC. (U5429C)**
("Frontier")

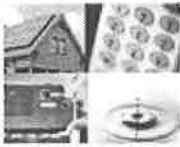
21 on all known parties to Proceeding No. A. 15-03-005 by transmitting an e-mail message with a
22 copy of the document in Adobe Acrobat PDF searchable format attached to each party named on
the official service list (see attached) who provided an email address.

23 A double-sided hard copy of the **EX PARTE NOTICE** was also sent to Assigned ALJ
24 Karl Bemesserfer and Assigned Commissioner Catherine J.K. Sandoval.

25 I declare under penalty of perjury that the foregoing is true and correct.

26 Executed on April 29, 2015, at San Francisco, California.

27 
28 Janet Doherty



California Public Utilities Commission

[CPUC Home](#)

CALIFORNIA PUBLIC UTILITIES COMMISSION Service Lists

PROCEEDING: A1503005 - FRONTIER COMMUNICATI
FILER: FRONTIER COMMUNICATIONS OF AMERICA
LIST NAME: LIST
LAST CHANGED: APRIL 28, 2015

[Download the Comma-delimited File](#)
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[Back to Service Lists Index](#)

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SERVICE LIST

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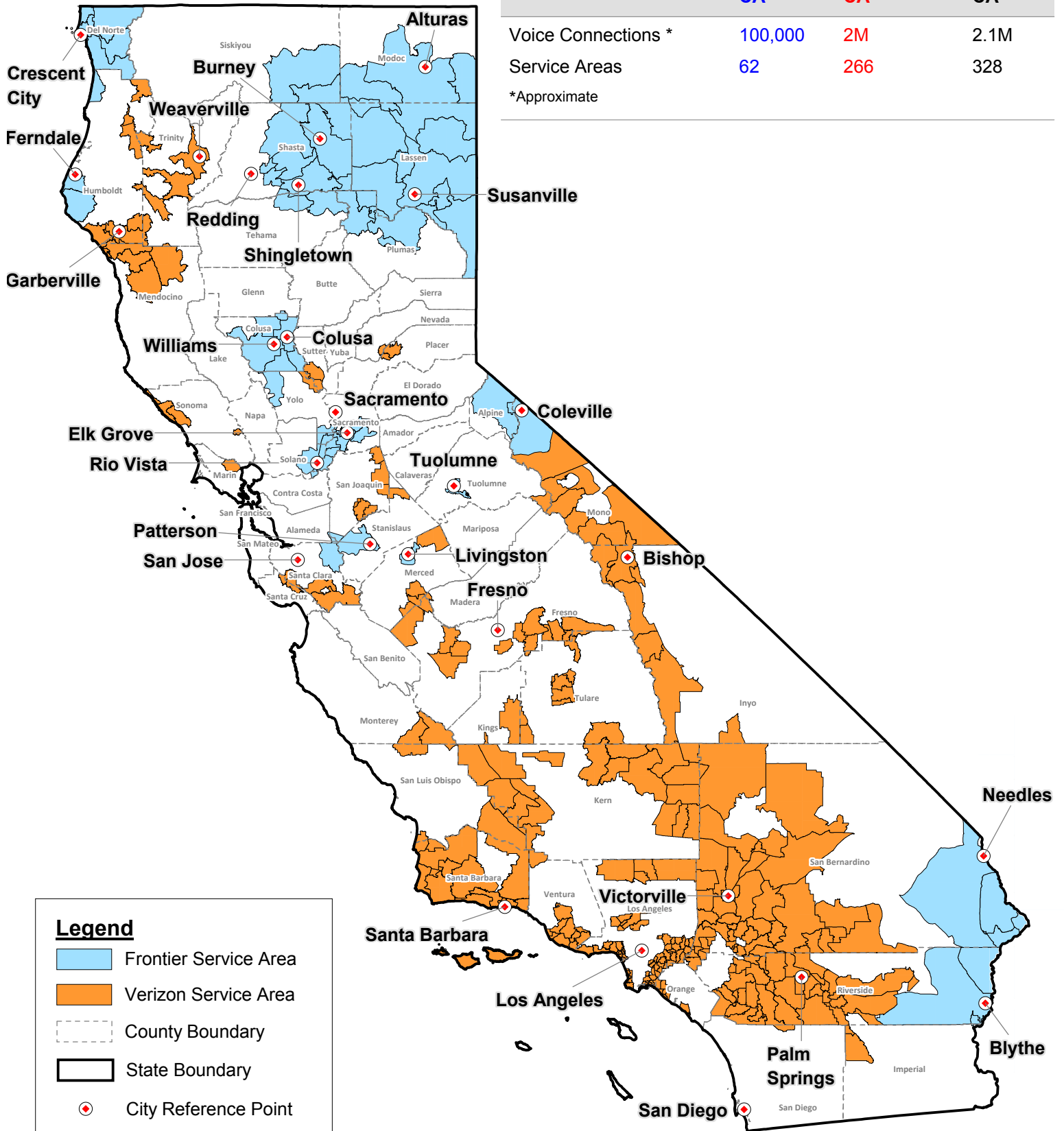
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ATTACHMENT B

CALIFORNIA SERVICE AREAS

TODAY AND FUTURE



ATTACHMENT C

FRONTIER

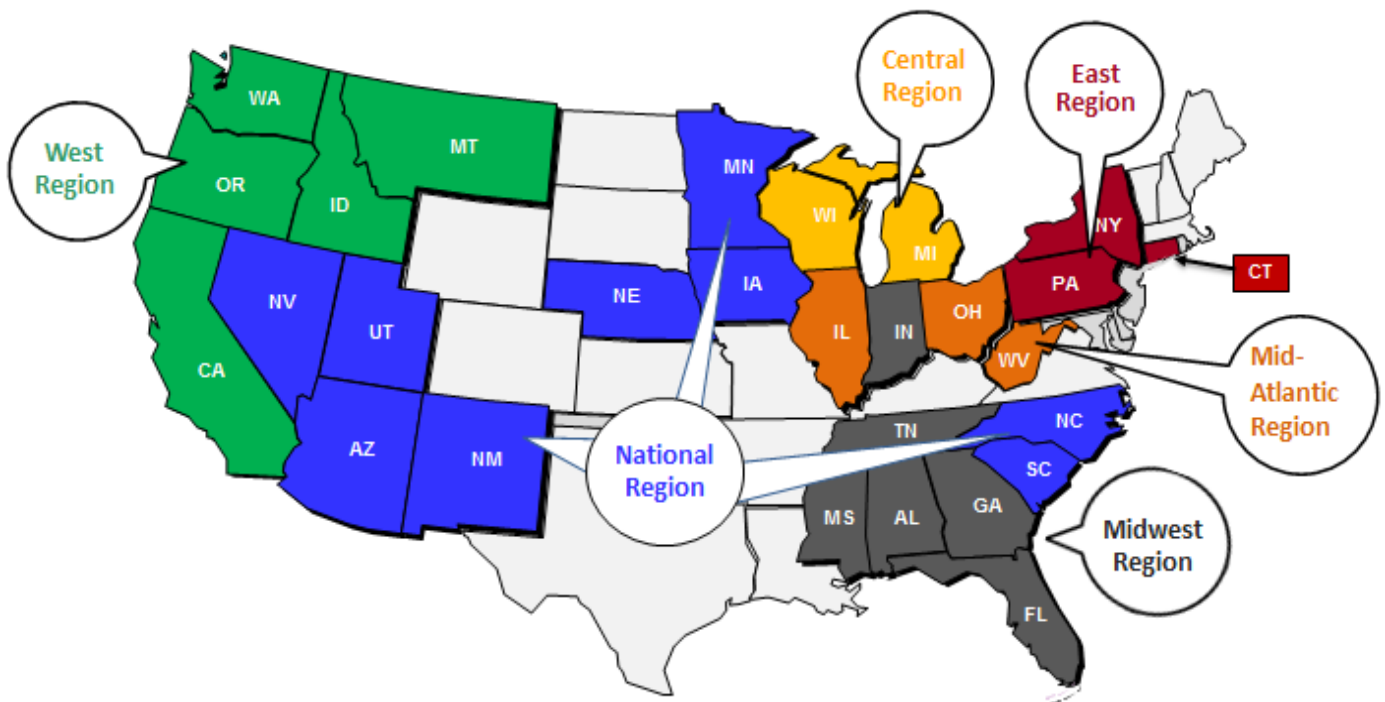
Fast Facts

“Hello. I’m Frank, Frontier’s spokesperson. Read all about us below. Oh. . .and remember to read Page 2.”



Frontier serves mainly rural areas and small and medium-sized towns and cities in the U.S. It offers broadband, voice, video, wireless Internet data access, data security solutions and technical support, carrier services, specialized bundles for residential customers, small businesses and home offices, and advanced communications for medium, large and commercial businesses.

- **EMPLOYEES:** Approx. 17,350
- **2014 REVENUE:** \$4.77B
- **WEBSITE:** www.frontier.com
- Incorporated in 1935
- NASDAQ: FTR
- Operating in 28 states
- 100% U.S.-based workforce



OUR MISSION

Be the leader in providing communications services to residential and business customers in our markets.

OUR VALUES

Put the customer first • Treat one another with respect • Keep our commitments; Be accountable • Be ethical in all of our dealings • Be innovative; take the initiative • Be team players • Be active in our communities • Do it right the first time; continuously improve • Use resources wisely • Use Frontier products and services • Have a positive attitude

PRODUCTS & SERVICES

Broadband, Video, Phone, wireless Internet data access, *Frontier Secure* PC security solutions and technical support, Frontier Satellite Broadband, carrier services, specialized bundles for small businesses and home offices, and advanced communications for medium, large and commercial businesses.

SENIOR LEADERSHIP

- Daniel McCarthy, President & Chief Executive Officer
- Kathleen Abernathy, EVP, External Affairs
- Steve Gable, EVP & Chief Technology Officer
- John Jureller, EVP & Chief Financial Officer
- John Lass, EVP, Field Operations
- Cecilia McKenney, EVP & Chief Customer Service Officer
- Mark Nielsen, EVP, General Counsel, Secretary

“Put the customer first. That’s my mantra.”

STATES SERVED

Alabama, Arizona, California, Connecticut, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Michigan, Minnesota, Mississippi, Montana, Nebraska, Nevada, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, South Carolina, Tennessee, Utah, Washington, West Virginia and Wisconsin.

REGION EXECUTIVES

- EAST REGION -- Ken Arndt, President
- MID-ATLANTIC REGION – Mike Flynn, President
- CENTRAL REGION -- Bob Pero, President
- NATIONAL REGION – Becky Potts, President
- MIDWEST REGION – Greg Stephens, President
- WEST REGION – Melinda White, President



INVESTOR INFO

Frontier Communications Corporation (NASDAQ: FTR) was incorporated under the laws of Delaware on November 12, 1935.

Subject to the discretion of the Board of Directors, Frontier currently pays an annual dividend of \$0.42 per share, payable quarterly. Frontier’s stock transfer agent is [Computershare](#). For more information, visit www.frontier.com. Frontier is a proud member of [The Military Spouse Employment Partnership](#), [The 100,000 Jobs Mission](#), [The Employer Partnership of the Armed Forces](#), [Honor and Remember](#) and [Joining Forces](#). Frontier is a 100% U.S.-based employer.

(Rev. 04/03/2015)



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A.15-03-005
(Filed March 18, 2015)

NOTICE OF EX PARTE COMMUNICATION

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Attorneys for
Frontier Communications Corporation,
Frontier Communications of America, Inc.

May 7, 2015

NOTICE OF EX PARTE COMMUNICATION

Pursuant to Rule 8.3(c)(4) of the California Public Utilities Commission's Rules of Practice and Procedure, Frontier Communications Corporation and Frontier Communications of America, Inc. ("Frontier") hereby provides notice of the following *ex parte* communication.

On May 5, 2015, starting at approximately 1:00 p.m., Frontier representatives met with Jessica Hecht, advisor to Commissioner Florio, in Room 5209 of the Commission's main building at 505 Van Ness Avenue, San Francisco, California. The Frontier representatives were Ms. Kathleen Abernathy, Executive Vice President External Affairs and Mr. Kevin Saville, Vice President and Associate General Counsel. The meeting lasted approximately 30 minutes. During the meeting, Frontier explained that the Verizon transaction represents a stock purchase of Verizon California Inc. and based on its prior transaction experience with Verizon, Frontier is confident of its capacity to successfully complete this transaction and operate the Verizon California business. Frontier discussed the two handouts included as Attachments A and B, which provide more background on Frontier and the map identifying the exchange areas of Frontier's existing service territory in California relative to the Verizon California service territories. The Frontier representatives summarized recent action by the Federal Communications Commission (FCC) implementing Phase II of the Connect America Fund (CAF II) and that CAF II support could enable Frontier to accelerate investment in high cost, unserved markets to provide broadband in California. Frontier also explained that it is planning for the proposed transaction, it is working with other interested parties to understand and respond to concerns they identify and that Frontier would like to obtain regulatory approval for the transaction by the end of the year.

On May 5, 2015, starting at approximately 1:30 p.m., the same Frontier representatives also met with Lester Wong, advisor to Commissioner Randolph, at the Commission's main building on the fifth floor of 505 Van Ness Avenue, San Francisco, California. The meeting lasted approximately 20 minutes. During the meeting, the Frontier representatives explained that the Joint Application had been filed in March and that eight parties had filed responses or protests to the application. Ms. Abernathy explained that Frontier is working to meet with the interested parties to understand and respond to their concerns. Frontier explained that the Verizon transaction represents a stock purchase of Verizon California Inc. and that most Verizon employees involved in providing customer service in California will transfer to Frontier with the closing of the transaction and that the Verizon FiOS network in California was included in the assets Frontier would be acquiring. Frontier discussed its prior transaction experience in transactions with Verizon and explained Frontier is preparing to successfully complete this transaction and operate the Verizon California business. Ms. Abernathy and Mr. Saville discussed the two handouts included as Attachment A and Attachment B, which provide more background on Frontier and the map identifying the exchange areas of Frontier's existing service territory in California relative to the Verizon California service territories. Frontier also summarized the FCC recent action related to CAF II funding and Frontier's interest in expanding broadband availability in California.

Also on May 5, 2015, starting at approximately 3:00 p.m., the same Frontier representatives also met with Elizabeth Podolinsky, advisor to President Picker, at the Commission's main building in Room 5209 at 505 Van Ness Avenue, San Francisco, California. The meeting lasted approximately 30 minutes. During the meeting, the Frontier representatives explained that the Verizon transaction represents a stock purchase of Verizon California Inc. and that the transaction involves the network and facilities utilized to provide voice, Internet, VoIP and video service in California but that Verizon would continue to operate its wireless and other businesses in the state. Frontier discussed

the two handouts included as Attachments A and B which provide more background on Frontier and the map identifying the exchange areas of Frontier's existing service territory in California relative to the Verizon California service territories. Ms. Abernathy and Mr. Saville summarized recent action by the FCC implementing CAF II support, and explained that CAF II combined with funding from the California Advanced Services Fund and Frontier's investment would facilitate and expedite the provision of broadband service in high cost, unserved markets in California. Frontier explained that it intends to deploy Digital Subscriber Line technology to expand broadband, that Frontier would retain Verizon California's carrier of last resort (COLR) responsibilities, and that customer's ability to receive Lifeline funding would not be impacted by the transaction. Frontier also explained that it is actively planning for the proposed transaction and the Company was interested in securing regulatory approval by December 31, 2015.

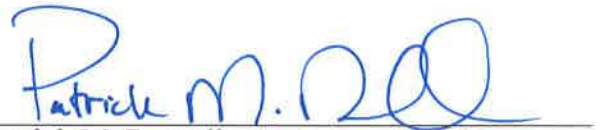
On May 6, 2015, at approximately 10:30 a.m., Frontier representatives Mr. Saville and Ms. Abernathy, met with Niki Bawa, advisor to Commissioner Peterman, at the Commission's main building Room 5209 of 505 Van Ness Avenue, San Francisco, California. The meeting lasted approximately 20 minutes. Frontier discussed the two handouts included as Attachments A and B, which provide more background on Frontier and the map identifying the exchange areas of Frontier's existing service territory in California relative to the Verizon California service territories. Ms. Abernathy and Mr. Saville explained that the transaction is structured so Frontier will acquire the stock and operations of the Verizon California ILEC. Frontier explained that it has been meeting with various interested parties to understand their concerns regarding the proposed transaction and that the Company would like to resolve as many issues as it can with interested parties. Ms. Abernathy and Mr. Saville discussed the FCC's recent CAF II actions making funding for broadband available in California for high costs underserved areas which Frontier would like to utilize to expand service in California.

This Notice has been served on the service list for Commission proceeding A.15-03-005, as stated in the Certificate of Service attached hereto. Please direct any questions regarding this notice to Patrick M. Rosvall at 415-765-0369 or at prosvall@cwclaw.com.

Dated this May 7, 2015, at San Francisco, California.

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Frontier Communications of America, Inc.

ATTACHMENT A

FRONTIER

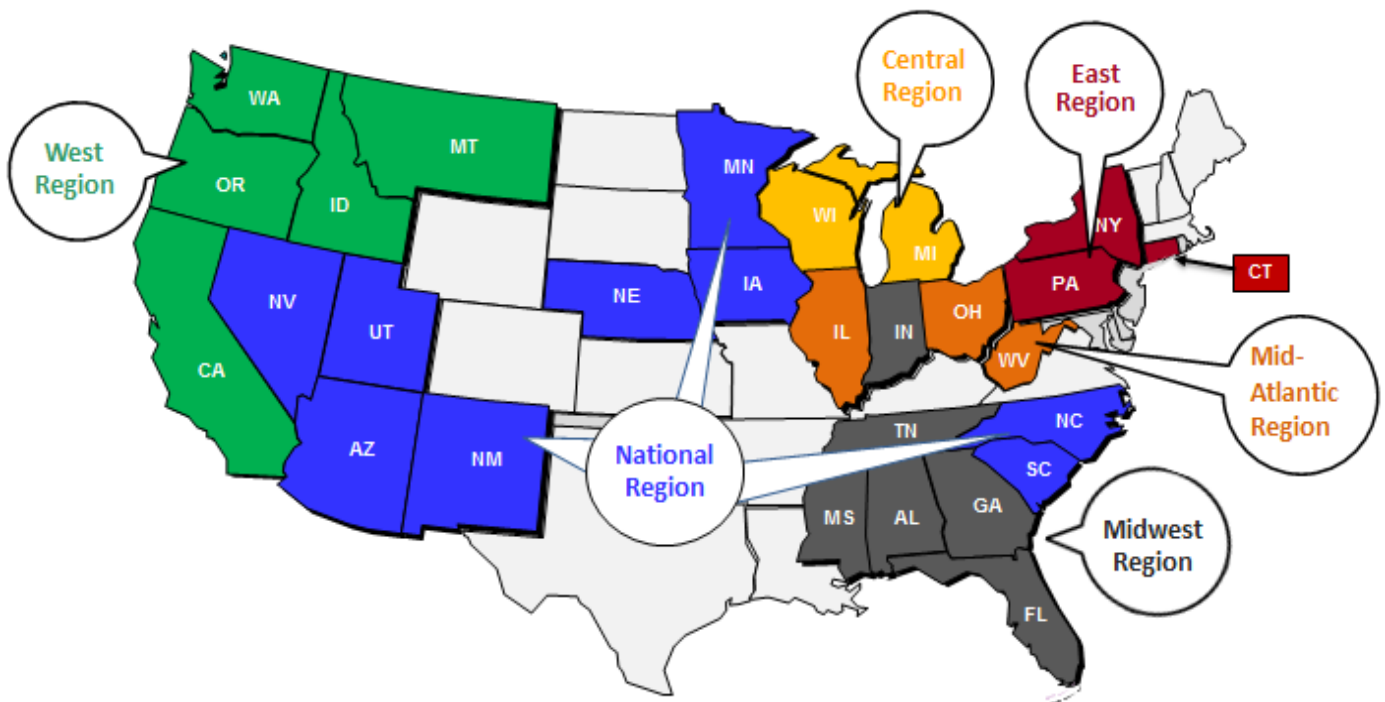
Fast Facts

“Hello. I’m Frank, Frontier’s spokesperson. Read all about us below. Oh. . .and remember to read Page 2.”



Frontier serves mainly rural areas and small and medium-sized towns and cities in the U.S. It offers broadband, voice, video, wireless Internet data access, data security solutions and technical support, carrier services, specialized bundles for residential customers, small businesses and home offices, and advanced communications for medium, large and commercial businesses.

- **EMPLOYEES:** Approx. 17,350
- **2014 REVENUE:** \$4.77B
- **WEBSITE:** www.frontier.com
- Incorporated in 1935
- NASDAQ: FTR
- Operating in 28 states
- 100% U.S.-based workforce



OUR MISSION

Be the leader in providing communications services to residential and business customers in our markets.

OUR VALUES

Put the customer first • Treat one another with respect • Keep our commitments; Be accountable • Be ethical in all of our dealings • Be innovative; take the initiative • Be team players • Be active in our communities • Do it right the first time; continuously improve • Use resources wisely • Use Frontier products and services • Have a positive attitude

PRODUCTS & SERVICES

Broadband, Video, Phone, wireless Internet data access, *Frontier Secure* PC security solutions and technical support, Frontier Satellite Broadband, carrier services, specialized bundles for small businesses and home offices, and advanced communications for medium, large and commercial businesses.

SENIOR LEADERSHIP

- Daniel McCarthy, President & Chief Executive Officer
- Kathleen Abernathy, EVP, External Affairs
- Steve Gable, EVP & Chief Technology Officer
- John Jureller, EVP & Chief Financial Officer
- John Lass, EVP, Field Operations
- Cecilia McKenney, EVP & Chief Customer Service Officer
- Mark Nielsen, EVP, General Counsel, Secretary

“Put the customer first. That’s my mantra.”

STATES SERVED

Alabama, Arizona, California, Connecticut, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Michigan, Minnesota, Mississippi, Montana, Nebraska, Nevada, New Mexico, New York, North Carolina, Ohio, Oregon, Pennsylvania, South Carolina, Tennessee, Utah, Washington, West Virginia and Wisconsin.

REGION EXECUTIVES

- EAST REGION -- Ken Arndt, President
- MID-ATLANTIC REGION – Mike Flynn, President
- CENTRAL REGION -- Bob Pero, President
- NATIONAL REGION – Becky Potts, President
- MIDWEST REGION – Greg Stephens, President
- WEST REGION – Melinda White, President



INVESTOR INFO

Frontier Communications Corporation (NASDAQ: FTR) was incorporated under the laws of Delaware on November 12, 1935.

Subject to the discretion of the Board of Directors, Frontier currently pays an annual dividend of \$0.42 per share, payable quarterly. Frontier’s stock transfer agent is [Computershare](#). For more information, visit www.frontier.com. Frontier is a proud member of [The Military Spouse Employment Partnership](#), [The 100,000 Jobs Mission](#), [The Employer Partnership of the Armed Forces](#), [Honor and Remember](#) and [Joining Forces](#). Frontier is a 100% U.S.-based employer.

(Rev. 04/03/2015)

ATTACHMENT B

CALIFORNIA SERVICE AREAS

TODAY AND FUTURE

